

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
)
W. R. GRACE & CO., et al.) Chapter 11
)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)

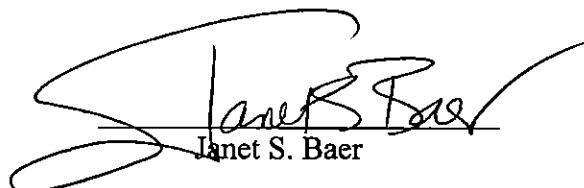
AFFIDAVIT OF JANET S. BAER

I, Janet S. Baer, having been duly sworn according to law, do hereby depose and say as follows:

1. I am a partner with Kirkland & Ellis LLP ("K&E"). I am over the age of eighteen (18) years and, except as otherwise indicated, have personal knowledge of the facts stated herein, all of which are true and correct to the best of my knowledge, information and belief.
2. I am submitting this Affidavit at the request of the Court to address the measures that K&E has implemented to protect against the risk of any potential conflict as a result of (i) Kenneth N. Bass' being a partner with Kirkland & Ellis LLP and (ii) David's T. Austern's retention of Swidler, Berlin, Shreff, Friedman LLP ("Swidler"), as his counsel, due to the fact that Kenneth N. Bass' spouse, Catherine Wang, is a partner at Swidler.
3. On September 7, 2004, K&E circulated a screening memorandum to each lawyer and paraprofessional that works on the W. R. Grace bankruptcy cases, as well as Mr. Bass.
4. The September 7, 2004 screening memorandum states is pertinent part that no lawyer or paraprofessional working on the W. R. Grace cases should discuss with Mr. Bass any of K&E's work for W. R. Grace on the matter, and screen him from any contact with the matter.

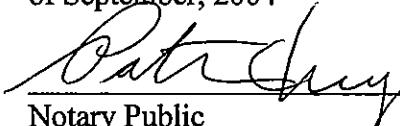
5. The screening procedures described above are consistent with the measures used by K&E in situations where K&E decides to establish screens involving potential conflicts that could arise from situations involving a spouse of a K&E employee who works at another firm involved in a case with K&E.

6. I swear that the foregoing is true and correct to the best of my knowledge, information and belief under penalty of perjury pursuant to 28 U.S.C. § 1746.



Janet S. Baer

SWORN to and SUBSCRIBED
before me this 6th day
of September, 2004



Patricia C. Myers
Notary Public

My Commission Expires:

